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Bijou Brigitte modische Accessoires Aktiengesellschaft

Hamburg

Securities identification number (WKN) 522 950

ISIN DE0005229504

INVITATION TO ANNUAL GENERAL MEETING

We hereby invite the shareholders of our Company to our 33th Annual General Meeting on

Tuesday 23 June 2020, 10.00 a.m. (CEST).

The Annual General Meeting will be held as a virtual meeting without the physical presence of the shareholders or their authorised representatives. The venue of the Annual General Meeting as defined by the German Stock Corporation Act (AktG) is Poppenbütteler Bogen 1, 22399 Hamburg.

Agenda

- 1. Presentation of the adopted annual financial statements of Bijou Brigitte modische Accessoires Aktiengesellschaft and the approved consolidated financial statements for the 2019 financial year as well as the Management Board's management reports for the parent company (AG) and the Group, the Supervisory Board's report for the**

2019 financial year and the Management Board's explanatory report to the statements provided in accordance with Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB)

The documents specified in Item 1 can be viewed on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> following the convening of the Annual General Meeting and also during the Annual General Meeting. The documents will explained during the Annual General Meeting.

Pursuant to the statutory provisions of Sections 172 and 173 of the German Stock Corporation Act (AktG), no resolution will be passed for Agenda Item 1 as the Supervisory Board has already legally approved the annual financial statements and consolidated financial statements. The annual financial statements have therefore been adopted in accordance with Section 172 Sentence 1 AktG.

2. Resolution on the appropriation of net retained profits for the 2019 financial year

The Supervisory Board and Management Board propose to use the net retained profits for the 2019 financial year, totalling EUR 31,329,425.24, be carried forward to the new account.

3. Resolution on the approval of the acts of Management Board members for the 2019 financial year

The Supervisory Board and Management Board propose that the acts of the members of the Management Board during the 2019 financial year be approved for this period.

4. Resolution on the approval of the acts of Supervisory Board members for the 2019 financial year

The Supervisory Board and Management Board propose that the acts of the members of the Supervisory Board during the 2019 financial year be approved for this period.

5. Resolution on the appointment of the auditor of the financial statements and consolidated financial statements for the 2020 financial year

The Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Hamburg Branch, to audit the financial statements and consolidated financial statements for the 2020 financial year.

6. Resolution on the amendment of Article 15 (2) of the Articles of Association (Right to participate)

The requirements regarding the evidence to be provided by the shareholders in order to participate in the Annual General Meeting and exercise their voting rights were amended by the German Act Transposing the Second Shareholder Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie (ARUG II)).

ARUG II entered into force on 1 January 2020. The amendments to Section 123 (4) sentence 1 AktG and the new to be added Section 67c AktG will not be applicable until 3 September 2020 and are

applicable for the first time to annual general meetings convened after 3 September 2020.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Article 15 (2) of the Articles of Association shall be revised as follows:

"(2) Shareholders shall have to provide documentation of their authorisation to participate in the Annual General Meeting and exercise their voting rights. For this purpose, proof of the shareholding in text form from the last intermediary suffices in accordance with Section 67c (3) AktG. The proof of the shareholding must refer to the start of the 21st day prior to the Annual General Meeting and must be received by the Company at the address listed for this purpose in the convening notice at least six days prior to the Annual General Meeting; the day of receipt is not included in this period."

The Management Board is instructed to wait to submit the amendment of the Articles of Association for entry in the commercial register until after 3 September 2020.

Additional information on convening the Annual General Meeting

Total number of shares and voting rights

At the time the Annual General Meeting was convened, the Company's share capital totalled EUR 8,100,000.00, divided into 8,100,000 no-par bearer shares each representing one vote. Therefore, the total number of shares and voting rights at the time the Annual General Meeting was convened is 8,100,000. At the time the Annual General Meeting was convened, the Company held 401,292 treasury shares which do not grant the Company any rights.

Information on carrying out the virtual Annual General Meeting

The Annual General Meeting of the Company on 23 June 2020 will be held, with the consent of the Supervisory Board, as a virtual General Meeting without the physical presence of the shareholders or their authorised representatives (with the exception of the proxies appointed by the Company) in accordance with the *Act on Measures in Corporate Law, the Law Governing Cooperatives, Associations and Foundations, and Residential Property Law to Combat the Effects of the COVID 19 Pandemic* ("COVID-19 Act") (Art. 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2020, p. 569).

An audio and video broadcast of the entire Annual General Meeting will be available on the Internet for duly registered shareholders or their authorised representatives in accordance with the following provisions on 23 June 2020 from 10:00 a.m. CEST at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> in the password-protected Internet service.

The duly registered shareholders (see the explanations in the section "Right to participate and exercising voting rights (with record date and its significance)") will be sent personalised access details for using the Company's password-protected Internet service.

Physical participation of shareholders and their authorised representatives (with the exception of the proxies appointed by the Company) is excluded. It will be possible for shareholders or their authorised representatives to exercise their voting rights via electronic communication (postal vote) and by authorising a proxy. Electronic participation in the meeting as defined by Section 118 (1) sentence 2 AktG is not possible.

Right to participate and exercising voting rights (with record date and its significance)

Shareholders who register in writing pursuant to Section 126b of the German Civil Code (BGB), in either German or English and prior to the Annual General Meeting, and who prove that they are entitled to participate in the virtual Annual General Meeting and exercise voting rights, are authorised to take part in the virtual Annual General Meeting and exercise said voting rights.

Shareholders must provide evidence that they are entitled to take part in the Annual General Meeting and exercise their voting rights in the form of a written record of the shareholding from the custodian institution in accordance with Section 126b BGB. This record must be in German or English. The evidence provided must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. the beginning of 2 June 2020, 00.00 CEST (the record date).

The registration and proof of the shareholding must be received by the Company at the following address, fax number or email address no later than the end of 16 June 2020, 24.00 CEST:

Bijou Brigitte modische Accessoires AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 / 889 690 633
E-Mail: anmeldung@better-orange.de

After receipt of the registration and the special proof of the shareholding, the access details for using the password-protected Internet service will be sent to the shareholders. We ask shareholders to register and submit their documentation of the shareholding to the Company as early as possible.

Shareholders in the Company are only permitted to take part in the Annual General Meeting and exercise voting rights if they have provided evidence of their shareholding. The right to participate in the Annual General Meeting and the extent of a shareholder's voting rights are based solely on the shareholder's stake on the record date. Shareholders are permitted to sell their shares after the record date. The right to participate in the Annual General Meeting and the extent of each shareholder's voting rights are based solely on the shareholder's stake on the record date, even if their shareholding is sold in full or in part after the record date. The sale of shares after the record date therefore has no effect on the right to participate in the Annual General Meeting and the extent of voting rights. The same applies if shares are acquired or added

after the record date. Any person who becomes a shareholder after the record date will not be entitled to participate in the Annual General Meeting and will not have any voting rights unless acting as a proxy or legal representative. The record date is also not relevant for dividend purposes.

Procedure for voting by authorised representatives

Shareholders who do not wish to participate in the Annual General Meeting in person may have their voting rights at the Annual General Meeting exercised by an authorised representative, e.g. an intermediary, a shareholder association, a voting rights advisor, the proxies appointed by the Company or some other third party. In these cases, too, shareholders must register in due time in accordance with the above provisions, submitting special proof of their shareholding.

Even authorised representatives will also not be able to participate physically in the Annual General Meeting. They may exercise the voting right for the shareholders they represent within the scope of their authorisation only by postal vote or by authorising the proxies appointed by the Company, who are then obligated to follow their instructions.

In order for an authorised representative to use the password-protected Internet service, the authorised representative must receive the relevant access details, which will be sent to the shareholder after proper registration for the virtual Annual General Meeting and proper proof of the shareholding, from the party appointing them as authorised representatives.

Granting and revoking the authorisation and submitting proof of authorisation must be made in text form in accordance with Section 126

b German Civil Code (BGB), unless it is addressed to an intermediary, a shareholders' association, a voting rights advisor or a person or institution considered equivalent in accordance with Section 135 (8) AktG. If an intermediary, a shareholders' association, a voting rights advisor or a person or institution considered equivalent in accordance with Section 135 (8) AktG is authorised, they may require a special form of authorisation because they have to record the authorisation in a verifiable manner in accordance with Section 135 (1) AktG. Shareholders wishing to authorise an intermediary, a shareholders' association, a voting rights advisor or a person or institution considered equivalent in accordance with Section 135 (8) AktG are therefore requested to agree with such person or institution on the form of the authorisation, as special requirements may apply.

Proof of authorisation may be sent, changed or revoked by post, fax or email to the Company no later than 22 June 2020, 24:00 hours (midnight) CEST, at the following postal address, fax number or email address

Bijou Brigitte modische Accessoires AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (0)89 889 690 655
Email: bijou-brigitte@better-orange.de

or by using the password-protected Internet service at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> The date of receipt by the Company shall be decisive.

On the day of the virtual Annual General Meeting, authorisations may only be submitted, changed or revoked until the start of voting using the password-protected Internet service accessible at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung>.

The aforementioned transmission channels are also available until the aforementioned points in time if the authorisation is to be granted by declaration to the Company; in this case, separate proof of granting the authorisation is not required. Authorisations may also be revoked or changed up until the aforementioned points in time by notifying the Company directly using the aforementioned transmission channels.

Shareholders who wish to authorise another person may do so by using the form that will be sent to them after proper registration and submitting the proof of the shareholding. Such a form is also available for download on the Company's website at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung>.

Procedure for voting by Company-appointed proxies

The Company offers its shareholders the option of authorising proxies that are appointed by the Company and bound by instructions prior to the Annual General Meeting. Shareholders who wish to make use of this option must register for the virtual Annual General Meeting in due time in accordance with the above provisions and provide proof of their shareholding.

Authorisations and instructions to the Company-appointed proxies may be issued, changed or revoked by post, fax or email to the address, fax number or email address stated above in the section "Procedure for voting by authorised representatives" by 22 June 2020, 24:00 hours

(midnight) CEST at the latest, or by using the password-protected Internet service accessible at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up until the start of voting in the virtual Annual General Meeting on 23 June 2020.

Such a form will be sent to shareholders after proper registration and providing proof of the shareholding and is also available for download on the Company's website at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung>.

If the proxies appointed by the Company are authorised, they must be given instructions for exercising the shareholder's voting right. The proxies are obliged to vote in accordance with the instructions given to them; even if an authorisation has been granted, they are only authorised to exercise voting rights if express instructions have been given regarding the proposed resolutions of the Management Board and/or Supervisory Board announced in the invitation to the Annual General Meeting or regarding proposed resolutions of shareholders announced with any amendment to the agenda in accordance with Section 122 (2) AktG. The Company's proxies shall not accept any authorisations for filing objections to shareholder resolutions, exercising the right to ask questions or submitting motions.

PROCEDURE FOR POSTAL VOTING

Shareholders who have duly registered may exercise their voting rights, even without attending the Annual General Meeting, in writing or by means of electronic communication (postal vote). Shareholders who

wish to cast their votes by postal vote must also register in due time, submitting special proof of their shareholding.

Postal votes may be cast, changed or revoked by post, fax or email to the address, fax number or email address stated above in the section "Procedure for voting by authorised representatives" by 22 June 2020, 24:00 hours (midnight) CEST at the latest, or by using the password-protected Internet service accessible at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up until the start of voting in the virtual Annual General Meeting on 23 June 2020.

Such a form will be sent to shareholders after proper registration and providing proof of the shareholding and is also available for download on the Company's website at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung>.

Casting votes by postal vote is limited to voting on the proposed resolutions of the Management Board and/or the Supervisory Board announced in the invitation to the virtual Annual General Meeting and on proposed resolutions of shareholders announced with any amendment to the agenda in accordance with section 122 (2) AktG.

If individual votes are taken on an agenda item without this having been announced in advance of the Annual General Meeting, the vote cast by postal vote on this agenda item is also deemed to be a corresponding vote for each item of the individual vote.

Duly authorised intermediaries, shareholders' associations, voting rights advisors, or other persons or institutions considered equivalent under Section 135 (8) AktG may also utilise the option of voting by post.

Proposals to add agenda items pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders with a combined stake equal to one-twentieth (5%) of the share capital or the proportionate amount of the share capital of EUR 500,000.00 are entitled to request that items be placed on the agenda and publicised. Each new item must be submitted along with a statement of grounds or a draft resolution. The request (along with the statement or draft) should be directed to the Management Board of the Company in writing and must be received by the Company no later than 23 May 2020, 24.00 CEST, at the following address:

Bijou Brigitte modische Accessoires AG
Management Board
Poppenbütteler Bogen 1
22399 Hamburg

In respect of requests for additional agenda items, applicants must prove that they have owned the shares for at least 90 days before the day on which the request is received and that they will hold the shares until the Management Board reaches a decision about their proposal or until the courts reach a decision about the request if the Management Board does not comply with the proposal. The provisions of Section 121 (7) of the German Stock Corporation Act (AktG) apply accordingly.

Section 70 AktG sets out methods for calculating how long shares have been held in respect of requests for additional agenda items. Confirmation from the custodian institution is regarded as sufficient evidence.

Counter motions and shareholder nominations under Sections 126 (1) and 127 AktG

In accordance with Section 1 (2) of the COVID-19 Act, the Management Board has decided, with the approval of the Supervisory Board, that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their authorised representatives, and that the shareholders will exercise their voting rights at the Annual General Meeting by postal vote or by granting a proxy. The rights of shareholders to submit motions and nominations for agenda items and the rules of procedure at the Annual General Meeting are disapplied in accordance with the legal concept of the COVID-19 Act.

Opportunity for shareholders to ask questions (Section 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 sentence 2 COVID-19 Act)

Section 131 AktG notwithstanding, registered shareholders have no right to obtain information at the virtual Annual General Meeting on 23 June 2020. Instead, they have the opportunity to submit questions in advance of the Annual General Meeting. This does not entail a right to receive an answer. The Management Board will decide, at its discretion in keeping with its obligations, how to answer the questions. The Management Board is not obliged to answer all questions. It may summarise questions and select reasonable questions in the interest of the other shareholders. In doing so, it may give preference to shareholders' associations and institutional investors holding significant percentages of voting shares.

Questions from shareholders must be submitted to the password-protected Internet service available on the Company's website at

<https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> no later than two days prior to the meeting, i.e. no later than 20 June 2020, 24:00 hours (midnight) CEST.

No questions can be asked during the virtual Annual General Meeting.

Audio and video broadcast of the Annual General Meeting over the Internet

An audio and video broadcast of the entire Annual General Meeting will be available for registered shareholders and their authorised representatives on 23 June 2020 from 10:00 a.m. CEST in the password-protected Internet service of the Company's website at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung>.

After receipt of proper registration and proper proof of the shareholding, the access details for using the password-protected Internet service on the Company's website <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> will be sent to the shareholders.

The broadcast of the Annual General Meeting does not enable participation as defined in Section 118 (1) sentence 2 AktG (electronic or online participation).

Raising objections to Annual General Meeting resolutions

Registered shareholders and their authorised representatives who have exercised their voting rights by postal vote or by authorising and instructing the Company-appointed proxies have the opportunity to object to a resolution adopted by the Annual General Meeting via the

password-protected Internet service accessible on the Company's website at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> from the beginning of the virtual Annual General Meeting on 23 June 2020 until the end of the virtual Annual General Meeting in accordance with Section 245 no. 1 AktG in conjunction with Section 1 (2) no. 4 COVID-19 Act.

Publications on the Company's website

The content of the notice convening the Annual General Meeting and all legally required Annual General Meeting documents and motions submitted by shareholders as well as further information including further explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG and Section 1 COVID-19 Act are available on the Company's website at <https://group.bijou-brigitte.com/de/investor-relations/hauptversammlung> from the time of convening and during the virtual Annual General Meeting. The information in accordance with Section 124a AktG on the Annual General Meeting can also be found there.

The voting results will be published at the same Internet address after the Annual General Meeting.

Reference is made to the notification requirements pursuant to Sections 33 et seq. of the German Securities Trading Act (WpHG) and the legal consequence of suspending all rights arising from the shares in the event of violating a notification requirement as provided for in Section 44 WpHG.

Data protection information for shareholders

Bijou Brigitte modische Accessoires Aktiengesellschaft processes personal data (last name, first name, postal address, email address, number of shares, share ownership type and ticket number; if applicable, also last name, first name, postal address and e-mail address of the proxy nominated by the respective shareholder) based on applicable data protection legislation and the German Stock Corporation Act (AktG) to enable shareholders to exercise their rights at the Annual General Meeting.

Processing your personal data is mandatory for your participation in the Annual General Meeting. Bijou Brigitte modische Accessoires Aktiengesellschaft is the data controller. The legal basis for this processing is the AktG together with Article 6 (1) c) of the General Data Protection Regulation (GDPR).

The service providers appointed by Bijou Brigitte modische Accessoires Aktiengesellschaft to conduct the Annual General Meeting only receive personal data from Bijou Brigitte modische Accessoires Aktiengesellschaft that is required to perform the contracted service and process this data exclusively in accordance with the instructions issued by Bijou Brigitte modische Accessoires Aktiengesellschaft.

Your personal data is deleted or anonymised as soon as it is no longer required for the aforementioned purpose and we are no longer obliged to retain it further in accordance with statutory documentation and retention requirements.

You have a right of access, rectification, restriction, objection and deletion regarding the processing of your personal data, as well as the right to data portability in accordance with Chapter III of the GDPR. You

can assert these rights to Bijou Brigitte modische Accessoires Aktiengesellschaft directly via the email address

datenschutz@bijou-brigitte.com

or by using the following contact information:

Bijou Brigitte modische Accessoires Aktiengesellschaft
Poppenbütteler Bogen 1
22399 Hamburg

You also have the right to lodge a complaint with data protection supervisory authorities in accordance with Article 77 of the GDPR.

You can reach the Company's data protection officer at:

Bijou Brigitte modische Accessoires Aktiengesellschaft
Data Protection Officer
Poppenbütteler Bogen 1
22399 Hamburg

Email: datenschutz@bijou-brigitte.com

Hamburg, May 2020

Bijou Brigitte modische Accessoires Aktiengesellschaft
The Management Board